

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Case No. 01-01139 (KJC)
)	
W.R. GRACE & CO., et al.,)	Chapter 11
Debtors.)	
)	Jointly Administered
)	
)	Ref. Docket Nos. 32718, 32724 & 32728

AFFIDAVIT OF SERVICE

[illegible]

REGINA AMPORFRO, being duly sworn, deposes and says:

1. I am employed as a Senior Case Manager by Epiq Bankruptcy Solutions, LLC, located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On July 12, 2016, I caused to be served the:
 - a. “Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits,” dated June 30, 2016, *related to Docket No. 32718*, annexed hereto as Exhibit A, (the “Motion”)
 - b. “Joinder of Ford Motor Company to Motion of Honeywell International Inc. for Access To Rule 2019 Exhibits,” dated July 5, 2016 [Docket No. 32724], (the “Joinder”)
 - c. “Notice of Motion,” dated July 12, 2016 [Docket No. 32728] (the “Notice”)

by causing true and correct copies of the:

- i. Motion, Joinder and Notice, to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B, and

- ii. Motion, Joinder, Notice and Slipsheet, to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail, as indicated, to the parties listed on the annexed Exhibit C. (The corresponding affected parties lists for the consolidated parties listed on Exhibit C are provided on the annexed Exhibit D).
3. All envelopes utilized in the service of the foregoing contained the following legend:
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

Sworn to before me this
15th day of July, 2016
/s/Panagiota Manatakis
Notary Public, State of New York
No. 01MA6221096
Qualified in Queens County
Commission Expires April 26, 2018

/s/Regina Amporfro
Regina Amporfro

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Case No. 01-01139 (KJC)

Chapter 11

Jointly Administered

**MOTION OF HONEYWELL INTERNATIONAL INC.
FOR ACCESS TO RULE 2019 EXHIBITS**

Honeywell International Inc. (“Honeywell”), by and through its undersigned counsel, hereby moves this Court for entry of an order, a form of which is attached hereto as Exhibit A, authorizing Honeywell to access the statements and exhibits submitted in these chapter 11 cases pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (collectively, the “2019 Exhibits”). In support of this motion (the “Motion”), Honeywell relies upon and incorporates by reference the *Declaration of Peter John Sacripanti in Support of the Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits* (the “Sacripanti Declaration”), attached hereto as Exhibit B, and respectfully states as follows:

PROCEDURAL HISTORY

1. On April 2, 2001, the above-captioned debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On August 25, 2004, this Court entered the *Amendatory Order Requiring Filing of Statements Pursuant to Fed.R.Bankr.P. 2019* [Docket No. 6275], a true and correct copy of which is attached to the Sacripanti Declaration as Exhibit 1 (the “2019 Order”), which required

“all counsel representing more than one creditor or equity security holder” to file the 2019 Exhibits off of the electronic docket with the clerk of the court.¹

3. Numerous law firms that represented asbestos personal injury claimants as putative creditors in these chapter 11 cases complied with the 2019 Order by filing the 2019 Exhibits off of the electronic docket.

BACKGROUND

4. Honeywell is a diversified technology and manufacturing company. Through its friction materials business unit, Honeywell has historically been a global supplier of automotive brake friction materials and aftermarket brake products. These “Bendix” products, as they are called, are the subject of numerous lawsuits in the tort system commenced by plaintiffs who allege they were exposed to asbestos from Bendix friction products.

5. In addition to Honeywell’s role as an active defendant in the asbestos tort system, Honeywell is obligated to fund practically all obligations of the North American Refractories Asbestos Personal Injury Settlement Trust (the “NARCO Trust”) pursuant to the First Amended

¹ Pursuant to the 2019 Order, the following information was required to be included with the 2019 Exhibits: (i) a table of contents listing the full name of each claimant; and (ii) for each claimant:

- An exhibit consisting of copies of powers of attorney, agreement or instrument whereby the entity was empowered to act on behalf of the creditors or equity security holders; and
- An exhibit for each creditor or equity security holder including: (i) name and address; (ii) last four digits of social security number; (iii) nature and amount of the claim or interest and the time of acquisition thereof or an allegation that the claim or interest was acquired more than one year prepetition; (iv) a recital of the pertinent facts and circumstances in connection with the employment of the entity or indenture trustee and, in the case of a committee, the name or names of the entity or entities at whose instance, directly or indirectly, the employment was arranged or the committee was organized or agreed to act; (v) with reference to the time of the employment of the entity, the organization or formation of the committee, or the appearance in the case of any indenture trustee, (a) the amounts of claims or interests owned by the entity, the committee members or the indenture trustee; (b) the times acquired; (c) the amounts paid therefor; and (d) any sales or other disposition thereof; (vi) a description of how counsel became involved with the claimant; and (vii) a copy of the fee agreement, if any, between counsel and the claimant or between counsel and any other law firm or entity representing a claimant.

North American Refractories Company Asbestos Personal Injury Settlement Trust Agreement, attached to the Sacripanti Declaration as Exhibit 2 (the “Trust Agreement”).²

6. Specifically, subject to certain limitations and exceptions, Honeywell is obligated, *in perpetuity*, to fund (i) all distributions made by the NARCO Trust on account of asbestos injury claims, up to certain capped amounts (in excess of \$100 million) each year, and (ii) all of the NARCO Trust’s expenses (collectively, the “Evergreen Funding”). Trust Agreement § 2.3(b), (c).

7. As a result of the Evergreen Funding obligations, Honeywell was given broad and sweeping rights to audit, review, and make recommendations to the NARCO Trust pursuant to the First Amended North American Refractories Company Asbestos Personal Injury Settlement Trust Distribution Procedures, a copy of which is attached to the Sacripanti Declaration as Exhibit 3 (the “NARCO TDP”).³ The NARCO TDP was approved by the United States Bankruptcy Court for the Western District of Pennsylvania in connection with the confirmation

² Due to the large number of notice parties in these chapter 11 cases, the Trust Agreement was not included in the service papers delivered to parties receiving notice of this Motion. However, any party receiving notice of this Motion may request an electronic copy of the Trust Agreement by contacting counsel to Honeywell, McDermott Will & Emery LLP, Attn: Darren Azman, at dazman@mwe.com.

³ Specifically, section 4.8(b) of the NARCO TDP provides, in relevant part, that “Honeywell shall, at its sole discretion and expense, be entitled to audit and review all aspects of the NARCO Asbestos Trust The NARCO Asbestos Trust shall provide to Honeywell, at Honeywell’s sole discretion and expense, such information and documentation as Honeywell requests. The NARCO Asbestos Trust shall cooperate with Honeywell in connection with any Honeywell audit Honeywell may – and shall be entitled to as part of its audit rights – make recommendations to the NARCO Asbestos Trust . . . concerning the NARCO Asbestos Trust, including but not limited to the NARCO Asbestos Trust’s claims processing operations.” NARCO TDP § 4.8(b).

Due to the large number of notice parties in these chapter 11 cases, the NARCO TDP was not included in the service papers delivered to parties receiving notice of this Motion. However, any party receiving notice of this Motion may access an electronic copy of the NARCO TDP on the NARCO Trust’s website (<http://www.narcoasbestostrust.org>), or by contacting counsel to Honeywell, McDermott Will & Emery LLP, Attn: Darren Azman, at dazman@mwe.com.

of the *Third Amended Plan of Reorganization of North American Refractories Company et al.* Dated December 28, 2005.⁴

8. Honeywell has significant and legitimate concerns about fraudulent claims filed against Honeywell in the tort system and against the NARCO Trust. These concerns not only stem from Honeywell's own experience in the asbestos tort and trust systems, but are substantiated by various authorities, including federal courts and Congress. *See, e.g., Order Estimating Aggregate Liability* at ¶ 66, *In re Garlock Sealing Techs.*, No. 10-31607 (Bankr. W.D.N.C. Jan. 10, 2014) [Docket No. 3296] (finding a "startling pattern of misrepresentation" by asbestos claimants); H.R. Rep. No. 113-254, at 5-6, 13 (2013) (noting that one "commentator likened the scale of fraud in asbestos litigation to that of the scandals of . . . Worldcom [and] Enron. . . .", and that "The *Wall Street Journal* found that individuals had claimed exposure to asbestos through industrial jobs that they held while under the age of twelve, disparate medical diagnoses asserted among different asbestos trusts and state court cases, and claims asserted by individuals that simply did not exist."); *Verdict, CSX Transp. v. Peirce*, No. 5:05-cv-00202 (D. W. Va. Dec. 20, 2012) [Docket No. 1549] (jury finding asbestos personal injury plaintiffs' lawyers and others liable for civil racketeering for conspiring with a radiologist to fabricate evidence in asbestos lawsuits against railroad operator CSX).

9. Honeywell intends to review and analyze all aspects of the NARCO Trust's operations, including, without limitation, its claims processing procedures and the claims submitted to the NARCO Trust under the individual review and expedited review processes. The valuable information contained in the 2019 Exhibits will help to ensure that the purpose of the NARCO Trust, which is to promptly pay holders of "valid" claims, is fulfilled, and that

⁴ *In re North American Refractories Company, et al.*, Case No. 02-20198 (Bankr. W.D. Pa.).

Honeywell appropriately compensates asbestos plaintiffs in the tort system, to the extent such plaintiffs have valid claims.

10. In addition, Honeywell intends to produce the 2019 Exhibits to the NARCO Trust to be used in connection with the NARCO Trust's own review of claims that it receives from asbestos claimants. Payment of invalid or fraudulent claims violates the NARCO Trust's mandate and operates to the detriment of not only Honeywell—by forcing Honeywell to contribute money for invalid claims submitted to the NARCO Trust—but also the holders of valid claims, whose payments will necessarily be delayed (without interest) because of certain distribution caps imposed on the NARCO Trust. Honeywell, therefore, has a very real and timely need to access the 2019 Exhibits and use them in furtherance of its efforts to ferret out invalid or fraudulent asbestos claims.

11. Honeywell is not seeking, by this Motion, access to any information in the 2019 Exhibits that should remain confidential pursuant to Bankruptcy Rule 9037, and the proposed order has been carefully drafted to avoid disclosure of any such confidential information.

12. The foregoing facts are provided solely to aid this Court's understanding of Honeywell's involvement with the NARCO Trust and the asbestos tort system. However, these facts are not a prerequisite for this Court to find that Honeywell is entitled to access the 2019 Exhibits, as discussed in more detail below.

JURISDICTION AND VENUE

13. This Court has jurisdiction over this Motion because of this Court's inherent authority to interpret and modify its own orders (here, the 2019 Order), and this Court's statutory authority pursuant to sections 157 and 1334 of title 28 of the United States Code.

14. It is undisputed that "[e]very court has supervisory power over its own records and files." *Nixon v. Warner Commc'ns, Inc.*, 435 U.S. 589, 598 (1978). "Indeed, it would be quite odd if the [court] did not have jurisdiction in the first instance to adjudicate a claim of right to the court's very own records and files." *In re Motion for Release of Court Records*, 526 F.Supp.2d 484, 487 (FISA Ct. 2007) (finding that the court has jurisdiction to hear ACLU's request to certain judicial records).

15. As the Second Circuit has stated:

The court's supervisory power does not disappear because jurisdiction over the relevant controversy has been lost. The records and files are not in limbo. So long as they remain under the aegis of the court, they are superintended by the judges who have dominion over the court.

Gambale v. Deutsche Bank AG, 377 F.3d 133, 141 (2d Cir. 2004); *see also EEOC v. Nat'l Children's Ctr., Inc.*, 146 F.3d 1042, 1047 (D.C. Cir. 1998); *In re Agent Orange Prod. Liab. Litig.*, 821 F.2d 139, 145 (2d Cir. 1987), *superseded by statute on other grounds*, Fed. R. Civ. P. 5(d) ("[A] district court retains the power to modify or lift protective orders that it has entered."); *In re Linerboard Antitrust Litig.*, 333 F. Supp. 2d 333, 339 (E.D. Pa. 2004).

16. Additionally, this Court has jurisdiction over this Motion pursuant to section 1334 of title 28 of the United States Code, which provides that this Court has "jurisdiction of all civil proceedings arising under title 11 or arising in or related to cases under title 11." 28 U.S.C § 1334(b). The 2019 Exhibits on file with the clerk are part of the disclosures mandated by Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). Bankruptcy Rule

2019, in turn, relates to the administration of the bankruptcy estate, which is a core matter and within the Court’s “arising under” jurisdiction. *See* 28 U.S.C. § 157(b)(2)(A); *Baron & Budd, P.C. v. Unsecured Asbestos Claimants Comm.*, 321 B.R. 147, 154, 162-63 (D.N.J. 2005) (finding that bankruptcy court’s “Rule 2019 Compliance Order” requiring law firms to file Rule 2019 statements was within the core subject matter jurisdiction of the bankruptcy court). Because the 2019 Exhibits would not exist but for the “core” estate administration obligations imposed by Bankruptcy Rule 2019 and the 2019 Order, this Motion relates to a matter that “arises under” title 11. This Motion is also a “core” matter because the relief sought herein is predicated, in part, on Bankruptcy Code section 107. 11 U.S.C. § 107.

17. Venue is proper in this district pursuant to 28 U.S.C. § 1409(a). The statutory predicates for the relief requested herein are Bankruptcy Code section 107(a) and Bankruptcy Rule 9018. 11 U.S.C. § 107(a); Fed. R. Bankr. P. 9018.

ARGUMENTS

A. As A Member Of The Public, Honeywell Has Standing To Seek Access To The 2019 Exhibits

18. As a member of the public, Honeywell has standing to seek access to the 2019 Exhibits. The Court of Appeals for the Third Circuit has “routinely found” that members of the public have standing to seek access to judicial records that are subject to protective and confidentiality orders or are not directly available to the public. *Pansy*, 23 F.3d at 777 (citing *Brown v. Advantage Eng’g, Inc.*, 960 F.2d 1013, 1016 (11th Cir. 1992); *Pub. Citizen v. Liggett Group, Inc.*, 858 F.2d 775, 787 & n. 12 (1st Cir. 1988), *cert. denied*, 488 U.S. 1030 (1989); *In re Alexander Grant & Co. Litig.*, 820 F.2d 352, 354 (11th Cir. 1987); *United States v. Cianfrani*, 573 F.2d 835, 845 (3d Cir. 1978); *City of Hartford v. Chase*, 733 F. Supp. 533, 534 (D. Conn. 1990), *rev’d on other grounds*, 942 F.2d 130 (2d Cir. 1991)).

19. In order to have standing to seek access to judicial records, a member of the public need only demonstrate that an obstacle prevents it from accessing a judicial record. *Pansy*, 23 F.3d at 777. As a result of the 2019 Order, and without a further order from this Court, Honeywell (as a member of the public) is unable to access the 2019 Exhibits because they were filed off of the electronic docket, and thus there is an obstacle preventing Honeywell’s access.

20. Consistent with this conclusion, the United States District Court for the District of Delaware has previously applied the obstacle exception in the context of a third party seeking access to exhibits filed pursuant to Bankruptcy Rule 2019 in these chapter 11 cases. *In re Motions for Access of Garlock Sealing Techs. LLC*, 488 B.R. 281, 294-95 (D. Del. 2013) (holding that the requesting party has standing because it “is a member of the public and faces an obstacle to obtaining access to [the 2019 Exhibits]”); *see also Consent Order Granting Access to*

Rule 2019 Filings, In re Garlock Sealing Techs., No. 10-31607 (Bankr. W.D.N.C. Nov. 20, 2014) [Docket No. 4235]. Therefore, Honeywell has standing to seek access to the 2019 Exhibits.

B. Honeywell Has A Specific Statutory Right Of Access To The 2019 Exhibits

21. Congress codified the right to access documents filed in bankruptcy cases in Bankruptcy Code section 107(a), which provides that “a paper filed in a case under this title and the dockets of a bankruptcy court are public records and open to examination by an entity at reasonable times without charge,” subject to certain exceptions that are to be “construed narrowly.” 11 U.S.C. § 107(a); *In re Crawford*, 194 F.3d 954, 960 & n.8 (9th Cir. 1999). Because all of the 2019 Exhibits constitute “paper[s] filed in a case under this title,” Honeywell has a presumptive right of access to the 2019 Exhibits.

22. To justify denial of access to any “papers” filed in these cases, the proponent of secrecy would need to demonstrate that the information in the papers to be sealed is “a trade secret or confidential research, development, or commercial information,” a “scandalous or defamatory matter,” or information the disclosure of which “would create undue risk of identity theft or other unlawful injury to the individual or the individual’s property.” 11 U.S.C. § 107(b)(1), (2), (c)(1).

23. In sum, “Section 107 . . . establishes a broad right of public access, subject only to limited exceptions set forth in the statute, to all papers filed in a bankruptcy case.” *In re Gitto Global Corp.*, 422 F.3d 1, 7 (1st Cir. 2005). Because “Sections 107(b) and (c) . . . define a universe of information that is exempt from the right of public access established by subsection (a),” where, as in these cases, the exceptions do not apply, any broader sealing or redaction is impermissible. *See In re Blake*, 452 B.R. 1, 8 (Bankr. D. Mass. 2011) (denying redaction request

where there were “no grounds under § 107(b) or (c)” to do so); *see also* Fed. R. Bankr. P. 9037 (identifying certain categories of information that may be redacted).

24. Moreover, the United States District Court for the District of Delaware has already held that the 2019 Exhibits in these chapter 11 cases are subject to a presumptive right of access and that no party had rebutted this presumption. *In re Motions for Access of Garlock Sealing Techs. LLC*, 488 B.R. at 298 (“Here, the presumption of access has not been rebutted.”); *see also Consent Order Granting Access to Rule 2019 Filings, In re Garlock Sealing Techs.*, No. 10-31607 (Bankr. W.D.N.C. Nov. 20, 2014) [Docket No. 4235]; *see also Consent Order Granting Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits, In re Porter-Hayden Co.*, No. 02-54152 (Bankr. D. Md. Oct. 1, 2015) [Docket No. 1277].

25. Also relevant to the relief sought herein is that in more than one third of all bankruptcy cases in which counsel to asbestos personal injury claimants filed statements and exhibits pursuant to Bankruptcy Rule 2019, such statements and exhibits are now, and have always been, publicly available. *See, e.g., In re Brauer Supply Co.*, No. 05-51754 (Bankr. E.D. Mo.) [Docket No. 75]; *In re Burns & Roe Enters., Inc.*, No. 00-41610 (Bankr. D.N.J.) [Docket No. 1577]; *In re The Celotex Corp., et al.*, No. 90-10016 (Bankr. M.D. Fla.) [Docket No. 6702]; *In re CFB Liquidating Corp.*, No. 01-45483 (Bankr. N.D. Cal.) [Docket No. 342]; *In re Congoleum Corp., et al.*, No. 03-51524 (Bankr. D.N.J.) [Docket No. 457]; *In re Federal-Mogul Global, Inc.*, No. 01-10578 (Bankr. D. Del.) [Docket No. 1107]; *In re G-1 Holdings, Inc., et al.*, No. 01-30135 (Bankr. D.N.J.) [Docket No. 513]; *In re Mid-Valley, Inc., et al.*, No. 03-35592 (Bankr. W.D. Pa.) [Docket No. 882]; *In re Thorpe Insulation Co.*, No. 07-19271 (Bankr. C.D. Cal.) [Docket No. 1523]; *In re Plant Insulation Co.*, No. 09-31347 (Bankr. N.D. Cal.) [Docket No. 1222]; *In re Plibrico Co.*, No. 02-09952 (Bankr. N.D. Ill.) [Docket No. 581]; *In re Quigley*

Co., Inc., No. 04-15739 (Bankr. S.D.N.Y.) [Docket No. 458]; *In re Am. Capital Equip., LLC, et al.*, No. 01-23987 (Bankr. W.D. Pa.) [Docket No. 113]. Many of the law firms that publicly filed statements and exhibits pursuant to Bankruptcy Rule 2019 in the foregoing cases are the same law firms that filed the 2019 Exhibits in these chapter 11 cases, and, upon information and belief, the type of information contained in the statements and exhibits filed in the foregoing bankruptcy cases is similar (if not identical) to the type of information contained in the 2019 Exhibits in these chapter 11 cases. It would be inconsistent for these same law firms to now argue that this type of information should be withheld from public access.

C. Honeywell Also Has A Common Law Right Of Access To The 2019 Exhibits

26. Honeywell also has a common law right of access to the 2019 Exhibits. The public's right to access documents filed in court is a well-recognized and fundamental principle of Anglo-American justice that has existed for centuries. *See Publicker Indus., Inc. v. Cohen*, 733 F.2d 1059, 1068-70 (3d Cir. 1984).

27. The publicity of court filings serves important purposes and is “inherent in the nature of our democratic form of government.” *Id.* at 1069. It (i) “promotes public confidence in the judicial system by enhancing testimonial trustworthiness and the quality of justice dispensed by the court,” (ii) “diminishes possibilities for injustice, incompetence, perjury, and fraud,” (iii) “provide[s] the public with a more complete understanding of the judicial system and a better perception of its fairness,” and (iv) “helps assure that judges perform their duties in an honest and informed manner.” *In re Cendant Corp.*, 260 F.3d 183, 192 (3d Cir. 2001) (internal quotation marks and citations omitted).

28. The modern common law right of access applies not only to court proceedings, but also to “judicial records,” which includes all documents filed with the court. *Id.* (filing of

document “clearly establishes” that it is a “judicial record,” and therefore subject to the right of access); *Littlejohn v. Bic Corp.*, 851 F.2d 673, 678 (3d Cir. 1998) (describing the “general common law right to inspect and to copy judicial records and documents”). The 2019 Exhibits are clearly “documents” that were “filed” with this Court. The 2019 Order required certain parties to “file” the 2019 Exhibits and submit them to the clerk of the Court. As the United States District Court for the District of Delaware previously held with respect to the 2019 Exhibits filed in these chapter 11 cases, the 2019 Exhibits constitute “judicial records” for purposes of the common law presumptive right of access to court filings. *In re Motions for Access of Garlock Sealing Techs. LLC*, 488 B.R. at 297; *see also In re Pittsburgh Corning Corp.*, No. 04-1814, 2005 WL 6128987, at *10 (W.D. Pa. Sept. 27, 2005) (“The bankruptcy court in this case made clear that it was important to have the [2019] statements *filed* and that the issue of access would be addressed if and when a party files a proper motion.”) (emphasis added).

29. The right to access court-filed documents is not absolute, but the Court of Appeals for the Third Circuit has developed “settled standards” governing when such right may be restricted, and these standards are limited to ensure that the right of access remains a robust guarantee of transparency and accountability in the federal judiciary. *See In re Cendant Corp.*, 260 F.3d at 194-96.

30. Specifically, “to override the common law right of access, the party seeking the closure of a hearing or the sealing of part of the judicial record ‘bears the burden of showing that the material is the kind of information that courts will protect’ and that ‘disclosure will work a clearly defined and serious injury to the party seeking closure.’” *Id.* at 194 (quoting *Miller v. Ind. Hosp.*, 16 F.3d 549, 551 (3d Cir. 1994)).

31. Thus, “[t]he burden is on the party who seeks to overcome the presumption of access to show that the interest in secrecy outweighs the presumption [of access].” *Id.* (quoting *Leucadia, Inc. v. Applied Extrusion Techs., Inc.*, 998 F.2d 157, 165 (3d Cir. 1993)). Courts have held that in carrying this burden and “delineating the injury to be prevented, specificity is essential. Broad allegations of harm, bereft of specific examples or articulated reasoning, are insufficient.” *Id.* (citations omitted). Moreover, any order protecting a judicial record from disclosure *must articulate specific injuries* justifying denial of public access and make specific findings supported by evidence. *See id.* The access right may be restricted only to avoid “*clearly defined and serious injury* to the party seeking closure.” *Id.* (emphasis added).

32. Applying these criteria, the Court of Appeals for the Third Circuit has repeatedly rejected restrictions on access in a wide variety of circumstances. *See id.* at 197-98 (public had right to access sealed bids in auction for lead class counsel); *Littlejohn*, 851 F.2d at 685 (confidential information that might damage party’s commercial standing could not be protected once filed in court); *Bank of Am. Nat’l Trust and Sav. Ass’n v. Hotel Rittenhouse Assocs.*, 800 F.2d 339, 345-46 (3d Cir. 1986) (confidential settlement agreement filed with court could not be protected from public); *Publicker*, 733 F.2d at 1074 (facts demonstrating that company may have violated law could not be protected from public, despite possibility of substantial commercial detriment).⁵ No opponent of this Motion could ever make such a showing, and thus Honeywell has a common law right of access to the 2019 Exhibits.

⁵ The First Amendment is another legal basis in support of the right to access public records, and may provide even more robust protection. *See Publicker*, 733 F.2d at 1067-71; *In re Cendant Corp.*, 260 F.3d at 198 n.13. The Court of Appeals for the Third Circuit, however, has not yet defined the scope of the First Amendment protection of access to civil proceedings because the denials of access before it have all violated the arguably less stringent common law right of access. *See id.*

33. There are no countervailing interests that outweigh Honeywell's common law right of access to the 2019 Exhibits, particularly in light of the protections set forth in the proposed order. As stated herein, Honeywell is not seeking access to any information in the 2019 Exhibits that should remain confidential pursuant to Bankruptcy Rule 9037, and the proposed order has been carefully drafted to avoid disclosure of any such confidential information.

NOTICE

34. Notice of this Motion has been provided to (i) law firms for asbestos personal injury claimants that have filed statements in these chapter 11 cases pursuant to Bankruptcy Rule 2019 and the 2019 Order, (ii) counsel to the Debtors, (iii) counsel to any statutory committee appointed in these chapter 11 cases, (iv) counsel to the WRG Asbestos PI Trust, (v) the Office of the United States Trustee for this district, and (vi) all parties who have filed requests for notices in these chapter 11 cases.⁶

⁶ Given the large number of interested parties in these chapter 11 cases, Honeywell retained a third party vendor to prepare a notice mailing list that includes all parties entitled to receive notice in these chapter 11 cases, including all law firms that filed 2019 Exhibits. The vendor compiled the mailing list by reviewing notices of appearance and the unredacted portions of the 2019 Exhibits that were filed in these chapter 11 cases and available electronically or in hard copy from the Clerk's office. Certain 2019 Exhibits were not accessible in any form (digital or hard copy from the Clerk's office), but the vendor was able to identify from the docket entry the name of the attorney that filed the 2019 Exhibit. These include docket numbers 79, 97, 139, and 144.

Additionally, given the amount of time that has passed since the notices of appearance and 2019 Exhibits were filed in these chapter 11 cases, Honeywell was concerned that many of the notice parties' mailing addresses may have changed since their last pleading was filed. To address this concern, the vendor utilized resources, other than pleadings filed in these chapter 11 cases, in an attempt to verify the current notice information for each law firm that filed a 2019 Exhibit. For these reasons, under the circumstances, Honeywell submits that adequate notice of this Motion has been provided.

CONCLUSION

For the foregoing reasons, Honeywell respectfully requests that this Court enter an order, in a form substantially similar to the proposed order attached hereto as Exhibit A, authorizing Honeywell to immediately access all 2019 Exhibits filed in these chapter 11 cases, and granting such other relief the Court deems just and proper.

Dated: June 30, 2016
Wilmington, Delaware

POLSINELLI PC

/s/ Justin Edelson

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-AND-

MCDERMOTT WILL & EMERY LLP
Peter John Sacripanti (*pro hac vice pending*)
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Attorneys for Honeywell International, Inc.

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Case No. 01-01139 (KJC)

Chapter 11

Jointly Administered

RE: Docket No. ____

**ORDER GRANTING MOTION OF HONEYWELL INTERNATIONAL INC.
FOR ACCESS TO RULE 2019 EXHIBITS**

Upon the *Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits* [Docket No. ____] (the “Motion”)¹ and upon the *Declaration of Peter John Sacripanti in Support of the Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits*; and due and appropriate notice of the Motion, the relief requested therein, and the hearing held on _____, 2016 (the “Hearing”) having been given; and upon the record made by Honeywell and other parties in interest at the Hearing; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012; and the Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter an order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1409; and after due deliberation and consideration and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

1. The Motion is granted as set forth herein.
2. Any entity, as that term is defined in section 101(15) of title 11 of the United States Code, including Honeywell, is entitled to access, inspect, copy and receive copies of, during the clerk's normal business hours, any and all of the 2019 Exhibits filed with the Court in compliance with the 2019 Order or Bankruptcy Rule 2019, regardless of how the 2019 Exhibits are maintained.
3. No entity, including Honeywell, is entitled to access, inspect, copy, or receive any forms of agreement or instruments whereby the filing law firms were empowered to act on behalf of their clients, including any exemplars thereof, that were submitted as part of the 2019 Exhibits (the "2019 Retention Agreements"), the same shall be kept off the docket, and, if any 2019 Retention Agreements are inadvertently provided to any entity or Honeywell, such entity or Honeywell shall not review any such 2019 Retention Agreements, shall promptly destroy any such 2019 Retention Agreements, and shall not provide any of them to any entity, or use any of them for any purpose whatsoever.
4. Any entity, including Honeywell, is entitled to copy only the last four (4) digits of any social security number contained in the 2019 Exhibits. The first five (5) digits of any social security number contained in the 2019 Exhibits shall be redacted therefrom prior to the same being made available for inspection. To the extent that any entity or Honeywell receives any portion of any social security number other than the last four (4) digits, such entity or Honeywell shall not review such additional digits, shall promptly redact such additional digits, and shall not provide them to any entity or use them for any purpose whatsoever.
5. The clerk of the court and counsel to the Debtors are each authorized to make and deliver to any entity, including Honeywell's counsel, copies of the 2019 Exhibits in the

possession of the clerk of the court or counsel to the Debtors, respectively, excluding (i) the first five digits of social security numbers, if any, contained in such exhibits and (ii) any 2019 Retention Agreements.

6. Any entity that obtains the 2019 Exhibits may use or transfer the 2019 Exhibits without restriction, notwithstanding any prior order of this Court, provided that: (1) the redactions ordered herein have been made and (2) that such use or transfer is otherwise in accordance with applicable law, rules, and regulations.

7. This Court shall retain jurisdiction to interpret, apply, and enforce this Order to the fullest extent permitted by law.

Dated: _____, 2016
Wilmington, Delaware

United States Bankruptcy Court Judge

Exhibit B

Sacripanti Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Case No. 01-01139 (KJC)

Chapter 11

Jointly Administered

**DECLARATION OF PETER JOHN SACRIPANTI IN SUPPORT OF THE MOTION OF
HONEYWELL INTERNATIONAL INC. FOR ACCESS TO RULE 2019 EXHIBITS**

I, Peter John Sacripanti, submit this declaration under penalty of perjury pursuant to 28 U.S.C. § 1746 and declare as follows:

1. I am a partner with the law firm of McDermott Will & Emery LLP, which maintains offices throughout the United States and elsewhere, including an office at 340 Madison Avenue, New York, New York, 10173. I am a member in good standing with the bars of the State of New York, the State of New Jersey, and the District of Columbia.

2. I submit this declaration in support of the *Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits* (the “Motion”)¹ filed concurrently herewith.

3. Honeywell is a diversified technology and manufacturing company. Through its friction materials business unit, Honeywell has historically been a global supplier of automotive brake friction materials and aftermarket brake products. These “Bendix” products, as they are called, are the subject of numerous lawsuits in the tort system commenced by plaintiffs who allege they were exposed to asbestos from Bendix friction products (the “Bendix Litigation”).

¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

4. In addition to Honeywell's role as a defendant in the asbestos tort system, Honeywell is obligated to fund practically all obligations of the NARCO Trust pursuant to the Trust Agreement.

5. Specifically, subject to certain limitations and exceptions, Honeywell is obligated, *in perpetuity*, to fund (i) all distributions made by the NARCO Trust on account of asbestos injury claims, up to certain capped amounts (in excess of \$100 million) each year, and (ii) all of the NARCO Trust's expenses.

6. I have represented Honeywell as counsel in various capacities for more than ten years, and I oversee and am responsible for both the Bendix Litigation and matters relating to the NARCO Trust.

7. Honeywell has significant and legitimate concerns about fraudulent claims filed against Honeywell in the tort system and against the NARCO Trust.

8. Honeywell intends to review and analyze all aspects of the NARCO Trust's operations, including, without limitation, its claims processing procedures and the claims submitted to the NARCO Trust under the individual review and expedited review processes. The valuable information contained in the 2019 Exhibits will help to ensure that the purpose of the NARCO Trust, which is to promptly pay holders of "valid" claims, is fulfilled, and that Honeywell appropriately compensates asbestos plaintiffs in the tort system, to the extent such plaintiffs have valid claims.

9. In addition, Honeywell intends to produce the 2019 Exhibits to the NARCO Trust to be used in connection with the NARCO Trust's own review of claims that it receives from asbestos claimants. Payment of invalid or fraudulent claims violates the NARCO Trust's mandate and operates to the detriment of not only Honeywell—by forcing Honeywell to

contribute money for invalid claims submitted to the NARCO Trust—but also the holders of valid claims, whose payments will necessarily be delayed (without interest) because of certain distribution caps imposed on the NARCO Trust. Honeywell, therefore, has a very real and timely need to access the 2019 Exhibits and use them in furtherance of its efforts to ferret out invalid or fraudulent asbestos claims.

10. Given the large number of interested parties in these chapter 11 cases, Honeywell retained a third party vendor to prepare notice mailing lists that include all parties entitled to receive notice in these chapter 11 cases, including all law firms that filed 2019 Exhibits.

11. Attached hereto as **Exhibit 1** is the *Amendatory Order Requiring Filing of Statements Pursuant to Fed.R.Bankr.P. 2019* [Docket No. 6275].

12. Attached hereto as **Exhibit 2** is the First Amended North American Refractories Company Asbestos Personal Injury Settlement Trust Agreement.

13. Attached hereto as **Exhibit 3** is the First Amended North American Refractories Company Asbestos Personal Injury Settlement Trust Distribution Procedures.

I declare under penalty of perjury under the laws of the United States and the State of New York that the foregoing is true and correct.

Dated: June 30, 2016
New York, New York

/s/ Peter John Sacripanti
Peter John Sacripanti

Exhibit 1

2019 Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT DELAWARE**

In Re	Bankruptcy No.
Owens Corning,	00-3837-JKF
W.R. Grace & Co.	01-1139-JKF
USG Corporation	01-2094-JKF
United States Mineral Products Company	01-2471-JKF
Kaiser Aluminum Corporation	02-10429-JKF
The Flintkote Company	04-11300-JKF
Flintkote Mines Limited	04-12440
Debtor(s)	Chapter 11

**AMENDATORY ORDER REQUIRING FILING OF STATEMENTS
PURSUANT TO FED.R.BANKR.P. 2019**

AND NOW, this 27th day of **August, 2004**, it is **ORDERED** that the Order entered on August 25, 2004, is amended and replaced in full as follows:

On or before **October 25, 2004**, counsel representing more than one creditor or equity security holder shall electronically file and serve the statement required by Fed.R.Bankr.P. 2019 without exhibits. The docket entry of the statement that is filed shall state that Exhibits (as defined below) have not been scanned into the docket but are available from the Clerk through Parcels, Inc., 1-800-343-1742. The docket entry shall be in substantially the following format:

Verified Statement Pursuant to Fed.R.Bankr.P. 2019 filed by
[INSERT FILING PARTY'S NAME]. Exhibits have not been
scanned and are available from the Clerk through Parcels, Inc.,
1-800-343-1742.

It is **FURTHER ORDERED** that exhibits required to be filed and listed below shall **not**

be electronically filed but shall be submitted to the Clerk on compact disk ("CD"). Two sets of CDs shall be submitted and shall be identified on their faces as "Set 1" and "Set 2" and shall note the name, address, and telephone number of the attorney and firm submitting the disks. The CDs shall contain electronic folders, one for each claimant, and claimants shall be listed in alphabetical order. Each folder shall be denominated **Surname_FirstName**. Within the folder the following exhibits shall be included, in the order listed:

- a table of contents listing each claimant by last name then first name and for each claimant Exhibit A and Exhibit B, subparts 1 through 7 as described below; if information required to be submitted as Exhibit A or Exhibit B items 1 through 7 does not exist for a particular claimant, the table of contents shall so state.
- Exhibit A shall consist of copies of any powers of attorney or other agreement or instrument whereby the entity, committee, or indenture trustee is empowered to act on behalf of creditors or equity security holders.
- Exhibit B shall consist of all of the following:
 - (1) the name and address of creditor or equity security holder;
 - (2) the last four digits of the Social Security Number of any such creditor or equity security holder;
 - (3) the nature and amount of the claim or interest and the time of acquisition thereof **or** an allegation that the claim or interest was acquired more than one year prepetition;
 - (4) a recital of the pertinent facts and circumstances in connection with the employment of the entity or indenture trustee and, in the case of a committee, the name or names of the entity or entities at whose instance, directly or indirectly, the employment was arranged or the committee was organized or agreed to act; **and**
 - (5) with reference to the time of the employment of the entity, the organization or formation of the committee, or the appearance in the case of any indenture trustee,
 - the amounts of claims or interests owned by the entity, the committee members or the indenture trustee
 - the times acquired
 - the amounts paid therefor, and
 - any sales or other disposition thereof

(6) a description of how counsel became involved with the claimant.

(7) a copy of the instrument, if any, whereby the entity, committee, or indenture trustee is empowered to act on behalf of creditors or equity security holders.

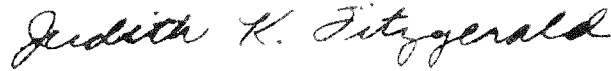
It is **FURTHER ORDERED** that each filing attorney shall submit, in addition to the CD(s) containing claimant folders, a **Master Index**, also in compact disk format, that lists all claimants represented by the filing attorney in alphabetical order. The CD containing the Master Index shall note on its face that it is the "Master Index" and shall list the name, address, and telephone number of the attorney and firm submitting it.

It is **FURTHER ORDERED** that the obligation set forth above is a continuing obligation and, therefore, supplemental statements setting forth any material change in the facts contained in the statement shall be submitted, in CD format, 30 days after the end of each 60 day period. The initial supplemental filing date shall be **February 1, 2005**, covering the period from the date the first 2019 statement is filed through December 31, 2004. Contemporaneous with the submission of any supplemental CD, the filing attorney shall electronically file a Notice of Submission of Supplement to Rule 2019 Statement.

It is **FURTHER ORDERED** that when the case is closed, the Clerk shall archive the CDs with the case file.

It is **FURTHER ORDERED** that counsel for Debtor(s) shall serve a copy of this order on the Service List, on all counsel who have entered, or in the future enter, an appearance or have

requested, or in the future request, notices in the case, and the U.S. Trustee, and on any supplemental service lists used to notify attorneys for claimants with asbestos personal or property damage injuries..



Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit 2

Trust Agreement

Due to the voluminous nature of this exhibit, it has not been attached.
Any party receiving notice of this Motion may request an electronic copy of this exhibit by
contacting counsel to Honeywell, McDermott Will & Emery LLP,
Attn: Darren Azman, at dazman@mwe.com

Exhibit 3

NARCO TDP

Due to the voluminous nature of this exhibit, it has not been attached.
Any party receiving notice of this Motion may request an electronic copy of this exhibit by
contacting counsel to Honeywell, McDermott Will & Emery LLP,
Attn: Darren Azman, at dazman@mwe.com

EXHIBIT B

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ANDREWS & KURTH LLP	COUNSEL FOR WEATHERFORD INTERNATIONAL, INC ATTN: PETER S. GOODMAN 805 THIRD AVENUE NEW YORK NY 10022
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ARCHER & GREINER P.C.	ATTN: DAVID W. CARICKHOFF 300 DELAWARE AVENUE SUTIE 1370 WILMINGTON DE 19801
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CENTURY INDEMNITY COMPANY	TWO LIBERTY PLACE 1600 CHESTNUT STREET PHILADELPHIA PA 19103
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CONTRARIAN CAPITAL MANAGEMENT, LLC	ATTN: A. JIMENEZ 411 WEST PUTNAM AVENUE SUITE 225 GREENWICH CT 06830
CONTRARIAN CAPITAL MANAGEMENT, LLC	ATTN: JON BAUER 411 WEST PUTNAM AVENUE, SUITE 225 GREENWICH CT 06830
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COONEY & CONWAY	ATTN: WILLIAM R. FAHEY 120 N. LASALLE ST. CHICAGO IL 60602
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2 HWL WRGRA 07-11-2016 (LIST2002,REC2002) LONGACRE MASTER FUND, LTD

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2 HWL WRGRA 07-11-2016 (LIST2002,REC2002) LONGACRE MASTER FUND, LTD

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MOTLEY RICE LLC	COUNSEL FOR ST. LUKE'S PAROCHIAL SCHOOL	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465
MOTLEY RICE LLC	COUNSEL FOR CHERRY HILL PLAZA	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465
MOTLEY RICE LLC	COUNSEL FOR CITY OF BARNESVILLE/CITY HALL	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465
MOTLEY RICE LLC	COUNSEL FOR DIOCESE OF LITTLE ROCK	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465
MOTLEY RICE LLC	COUNSEL FOR FIRST UNITED METHODIST CHURCH	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465
MOTLEY RICE LLC	COUNSEL FOR STATE OF WASHINGTON	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465
MOTLEY RICE LLC	COUNSEL FOR PORT OF SEATTLE	ATTN: EDWARD B. COTTINGHAM, JR., ESQ.	28 BRIDGESIDE BLVD., PO BOX 1792	MT. PLEASANT	SC	29465

NAME	ADDRESS1	ADDRESS2	ADDRESS3	ADDRESS4	CITY	STATE	ZIP
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR CANTU, GILBERTO	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR CANTU, FRANCISCO (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR CURL, HILLYERD (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR GARCIA, JOSE (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR HOWELL, DONALD (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR JONES, GLEN (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR JONES, ANDREW (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR KIMMEL, LAWRENCE (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR TESCH, CHARLES (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR WELCH, BILLY (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR WHITE, ROBERT (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642
MCPHERESON, MONK, HUGHES, BRADLEY & WIMBERLEY,	LLP	COUNSEL FOR WHITFIELD, HOWARD (DEC'D)	ATTN: JAMES E. WIMBERLEY	3120 CENTRAL MALL DRIVE	PORT ARTUR	TX	77642